

Exhibit D

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

	X	
	:	
<i>In re</i>	:	
	:	
THE FINANCIAL OVERSIGHT AND	:	PROMESA
MANAGEMENT BOARD FOR PUERTO RICO,	:	Title III
	:	
as representative of	:	Case No. 17-BK-3283 (LTS)
	:	
THE COMMONWEALTH OF PUERTO RICO,	:	(Jointly Administered)
<i>et al.</i> , ¹	:	
	:	
Debtors.	:	

	X	
	:	
<i>In re</i>	:	
	:	
THE FINANCIAL OVERSIGHT AND	:	PROMESA
MANAGEMENT BOARD FOR PUERTO RICO,	:	Title III
	:	
as representative of	:	Case No. 17-BK-04780 (LTS)
	:	
PUERTO RICO ELECTRIC POWER	:	Relates Only to PREPA
AUTHORITY (PREPA),	:	
	:	
Debtor.	:	

**FIRST SUPPLEMENTAL AMENDED NOTICE OF DEPOSITION OF FINANCIAL
OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO BY CORTLAND
CAPITAL MARKET SERVICES LLC, AS ADMINISTRATIVE AGENT, AND SOLUS**

¹ The Debtors in these Title III cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747).

TO: Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), c/o Proskauer Rose LLP, Attention Ehud Barak, 11 Times Square, New York, NY 10036.

PLEASE TAKE NOTICE that, pursuant to Rule 30 of the Federal Rules of Civil Procedure, made applicable by Rule 9014 of the Federal Rules of Bankruptcy Procedure and section 310 of the Puerto Rico Oversight, Management, and Economic Stability Act, Cortland Capital Market Services LLC (“Cortland”), as administrative agent for lenders under that certain Credit Agreement, dated as of May 4, 2012 among PREPA, Scotiabank de Puerto Rico, and the lenders party thereto, and SOLA LTD, Solus Opportunities Fund 5 LP, Ultra Master LTD, and Ultra NB LLC (collectively “Solus”), as lenders to PREPA under a certain Trade Finance Facility Agreement, dated as of July 20, 2012, among PREPA and Citibank, N.A., will take the deposition upon oral examination of the Oversight Board in connection with the *Joint Motion of Puerto Rico Electric Power Authority and AAFAF Pursuant to Bankruptcy Code Sections 362, 502, 922 and 928, and Bankruptcy Rules 3012(a)(1) and 9019 for Order Approving Settlements Embodied in the Restructuring Support Agreement and Tolling Certain Limitations Periods* [Dkt. No. 1235], as supplemented by the *Supplemental Memorandum of Law and Facts in Support of Joint Motion of Puerto Rico Electric Power Authority and AAFAF Pursuant to Bankruptcy Code Sections 362, 502, 922, and 928, and Bankruptcy Rules 3012(a)(1) and 9019 for Order Approving Settlements Embodied in the Restructuring Support Agreement and Tolling Certain Limitations Periods* [Case No. 17-BK-4780-LTS, Dkt. No. 1425] (together the “Settlement Motion”). In addition to the subject matters specified in the *Amended Notice of Deposition of Financial Oversight and Management Board for Puerto Rico by Cortland Capital Market Services LLC, as Administrative Agent, and Solus*, served on July 5, 2019, the deposition

will cover the subject matters specified in the attached Schedule B.

The deposition will take place on a date and time to be determined at the offices of Paul Hastings LLP, 200 Park Avenue, New York, NY 10166, or at such other time and place as may be agreed upon by counsel. The deposition will take place before a court reporter and will be recorded by stenographic means, may be videotaped, and shall continue from day to day until it has been completed.

In accordance with the applicable rules, the Oversight Board shall designate one or more officers, directors, managing agents or other persons who consent to testify on its behalf as to each of the topics set forth in the attached Schedule B. The Oversight Board is requested to provide Cortland and Solus with the identity of the individual(s) who will testify regarding each topic at least five (5) business days in advance of the deposition.

Dated: July 15, 2019

/s/ Nayuan Zouairabani

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Fund 5 LP, Ultra Master LTD, and Ultra NB
LLC*

SCHEDULE B

Definitions

As used herein,

1. Capitalized terms not defined have the meanings given in the *Amended Notice of Deposition of Financial Oversight and Management Board for Puerto Rico by Cortland Capital Market Services LLC, as Administrative Agent, and Solus*.

2. “Rate Motion” means *PREPA’s Conditional Motion to Make an Offsetting Change in Base Rate Charges* filed in *In re the Puerto Rico Electric Power Authority*, No. CEPR-AAP-2015-0001 (P.R. Pub. Serv. Regulatory Bd., P.R. Energy Bureau July 3, 2019) attached hereto as **Exhibit 1**.

3. The use of the singular form of any word includes the plural and vice versa. The feminine includes the masculine and neuter genders and vice versa. The past tense includes the present tense where the clear meaning is not distorted by the change of tense.

4. The name of any person or professional firm refers also to that person or professional firm’s successors, predecessors, subsidiaries, parents, affiliates, former or present agents, representatives, employees or professionals, and all other persons or entities acting or purporting to act on any of their behalf.

Examination Topics

1. The Documents produced by the Oversight Board in response to *Second Set of Supplemental Document Requests of Cortland Capital Market Services LLC, as Administrative Agent, and Solus to Financial Oversight and Management Board for Puerto Rico, the Puerto Rico Electric Power Authority, and the Puerto Rico Fiscal Agency and Financial Authority*.

2. The Rate Motion, including: (i) the timing of the filing, (ii) the relief sought in the Rate Motion, and (iii) Communications by the Oversight Board regarding this Examination Topic.

EXHIBIT 1

Rate Motion

JRSP - SECRETARIA
NEGOCIADO DE ENERGIA
DE PUERTO RICO

COMMONWEALTH OF PUERTO RICO
PUBLIC SERVICE REGULATORY BOARD 2019 JUL -3 PM 3:46
PUERTO RICO ENERGY BUREAU

IN RE: THE PUERTO RICO ELECTRIC
POWER AUTHORITY

INITIAL RATE REVIEW

NO. CEPR-AP-2015-0001

SUBJECT: PREPA's Conditional Motion
to Make an Offsetting Change in Base
Rate Charges


**PREPA'S CONDITIONAL MOTION TO MAKE AN
OFFSETTING CHANGE IN BASE RATE CHARGES**

The Puerto Rico Electric Power Authority ("PREPA") hereby respectfully submits to the Puerto Rico Energy Bureau (the "Energy Bureau")¹ this Conditional Motion to Make an Offsetting Change in Base Rate Charges.

1. On May 3, 2019, the Government of Puerto Rico, through the Governor and the Fiscal Agency and Financial Advisory Authority ("AAFAF"), announced a "Definitive Restructuring Support Agreement", entered into by and among PREPA, AAFAF, the Financial Oversight and Management Board for Puerto Rico (the "FOMB"), members of the Ad Hoc Group of PREPA Bondholders, the Uninsured Supporting Holders, and the Supporting Holders, as those terms are defined therein, dated of as May 3, 2019 (the "RSA").

2. A copy of the public (redacted) version of the RSA may be found on PREPA's web site at: [https://aeepr.com/es-pr/QuienesSomos/Ley17/RSA%20-%20Public%20\(May%203rd%202019\).pdf](https://aeepr.com/es-pr/QuienesSomos/Ley17/RSA%20-%20Public%20(May%203rd%202019).pdf)

3. The remainder of this Motion includes certain references to certain provisions and/or language of the RSA. However, nothing in this Motion is intended by


¹ References herein to the Energy Bureau include the former Puerto Rico Energy Commission, when applicable.

PREPA (or by any other person or entity, including but not limited to the Government of Puerto Rico, AAFAF, or the FOMB) to be an opinion, statement, or admission regarding or relating to the applicable law, the interpretation of the RSA, the status of the RSA, any rights or obligations of any person or entity under the RSA, or any other matter.

4. Section 1.a.c of the RSA contains the following definition: "'Settlement Charge' means a charge of 1 c/kWh to be implemented by PREPA and included in its customer bills by July 1, 2019."²

5. PREPA is a Debtor in a case pending before the United States District Court for the District of Puerto Rico, case no. 17-BK-4780-LTS, under Title III of the federal "PROMESA" statute.³

6. The Court in the Title III case has before it certain aspects of the RSA for approval. The Court currently is scheduled to conduct a hearing on that and other subjects on September 11, 2019.

7. Meanwhile, on May 27, 2016, PREPA filed for its first ever regulated rate review, in the instant docket. The Energy Bureau, in the rate review, ultimately issued a Final Resolution and Order on January 10, 2017, and, a Final Resolution on PREPA's Motions for Clarification and Reconsideration on March 8, 2017.

8. Also, meanwhile, the Energy Bureau conducted a separate docket (no. CEPR-AP-2016-0002) regarding the establishment of a PREPA transparent bill. The Energy Bureau, in that docket, also issued its Final Resolution and Order on January 10, 2017, although the Bureau also issued a *nunc pro tunc* order on February 6, 2017.

² Please note: (a) that in the section numbering of that definition, the "c" in 1.a.c is the roman numeral c, meaning 100 (one hundred); (b) the "c" in the definition means cent, as in one one-hundredth of a United States Dollar; and, (c) the "kWh" in the definition means kilowatt-hour.

³ PROMESA is codified as 48 U.S.C. §§ 2101-2241.

9. As the Energy Bureau is aware, the "permanent" base rates approved in the rate review went into effect on May 1, 2019.

10. PREPA now seeks to be in a position to be able to implement the Settlement Charge promptly after Title III court approval of the aspects of the RSA before the court, if such approval occurs.

11. Accordingly, on a conditional basis, PREPA now proposes, and respectfully seeks the Energy Bureau's advance approval, that PREPA, in the event that the Title III court approves the aspects of the RSA before the court, may change the customer bill format promptly after such Title III court approval: (1) to reduce by 1 cent / kWh the applicable base rate charges billed on a kWh basis; (2) to add a 1 cent / kWh base rate charge to be identified as "Settlement Charge" in English and "Cargo por Transacción" in Spanish; so that (3) the two changes (the base rate reduction and the Settlement Charge addition) offset and have no net impact on customer bills.

12. PREPA also respectfully asks that the Energy Bureau approve this Motion on a schedule consistent with PREPA's being able to implement the Settlement Charge promptly in the event of Title III court approval of the aspects of the RSA before the court.

WHEREFORE, the Puerto Rico Electric Power Authority respectfully requests that the Puerto Rico Energy Bureau grant this Conditional Motion, and, enter such other orders, if any, as are warranted.

RESPECTFULLY SUBMITTED,

IN SAN JUAN, PUERTO RICO, THIS 3rd DAY OF JULY, 2019

PUERTO RICO ELECTRIC POWER AUTHORITY



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FILING AND SERVICE

I HEREBY CERTIFY that the foregoing Conditional Motion was, on July 3, 2019, filed in person at the office of the Clerk of the Puerto Rico Energy Bureau; and, further, was sent via email to the parties of record at the following email addresses: cfl@mcvpr.com; ivc@mcvpr.com; pnieves@vnblegal.com; mmuntanerlaw@gmail.com; maribel.cruz@acueductospr.com; jfeliciano@constructorespr.net; abogados@fuerteslaw.com; eirizarry@ccdlawpr.com; edwin.quinones@aae.pr.gov; nydinmarie.watlington@cemex.com; aconer.pr@gmail.com; epenenergypr@gmail.com; jorgehernandez@escopr.net; ecandelaria@camarapr.net; pga@caribe.net; manualgabrielfernandez@gmail.com; mreyes@midapr.com; agratefe@agraitlawpr.com; mgrpcorp@gmail.com; attystgo@yahoo.com.



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CERTIFICATE OF SERVICE

I hereby certify that on July 15, 2019, a true and correct copy of the *First Supplemental Amended Notice of Deposition of Financial Oversight and Management Board for Puerto Rico by Cortland Capital Markets LLC, as Administrative Agent, and Solus* was served on the following: agraitfe@agraitlawpr.com; epo@amgprlaw.com; loliver@amgprlaw.com; jramirez@amrclaw.com; notificaciones@bufete-emmanuelli.com; rolando@bufete-emmanuelli.com; jessica@bufete-emmanuelli.com; dperez@cabprlaw.com; hburgos@cabprlaw.com; rcasellas@cabprlaw.com; aaneses@cstlawpr.com; cfernandez@cstlawpr.com; llach@cstlawpr.com; jcasillas@cstlawpr.com; jnieves@cstlawpr.com; bill.natbony@cwt.com; casey.servais@cwt.com; ellen.halstead@cwt.com; howard.hawkins@cwt.com; mark.ellenberg@cwt.com; thomas.curtin@cwt.com; eworenklein@debevoise.com; mcto@debevoise.com; scastillo@gaclaw.com; bwilliam@gklaw.com; cintrongarcialaw@gmail.com; dvelawoffices@gmail.com; lcda.wentorres@gmail.com; wssbankruptcy@gmail.com; nhamerman@kramerlevin.com; abyowitz@kramerlevin.com; acaton@kramerlevin.com; ghorowitz@kramerlevin.com; tmayer@kramerlevin.com; bill.pentelovitch@maslon.com; clark.whitmore@maslon.com; jason.reed@maslon.com; john.duffey@maslon.com; nzt@mcpvpr.com; apavel@omm.com; emckeen@omm.com; jrapisardi@omm.com; nmitchell@omm.com; pfriedman@omm.com; ryang@omm.com; alexbongartz@paulhastings.com; andrewtenzer@paulhastings.com; jamesbliss@paulhastings.com; jamesworthington@paulhastings.com; lucdespins@paulhastings.com; michaelcomerford@paulhastings.com; nicholasbassett@paulhastings.com; pedrojimenez@paulhastings.com; zacharyzwilling@paulhastings.com; bclark@proskauer.com; ebarak@proskauer.com; ecarino@proskauer.com; gmashberg@proskauer.com; jljohnes@proskauer.com; lgeary@proskauer.com; lstafford@proskauer.com; lwolf@proskauer.com; mbienenstock@proskauer.com; mdale@proskauer.com; mmervis@proskauer.com; ppossinger@proskauer.com; etulla@riveratulla.com; icabrera@riveratulla.com; edward.linden@stblaw.com; jamie.fell@stblaw.com; sarah.phillips@stblaw.com; bfriedman@stblaw.com; nbaker@stblaw.com; squsba@stblaw.com; lft@tcm.law; mfb@tcm.law; nperez@tcm.law; jvankirk@tcmrslaw.com; brian.liegel@weil.com; debora.hoehne@weil.com; gregory.silbert@weil.com; jeremy.auster@weil.com; jeremy.cain@weil.com; jonathan.polkes@weil.com; lara.ting@weil.com; lauren.haiken@weil.com; marcia.goldstein@weil.com; moshe.fink@weil.com; national.puerto.rico.receiver.litigation.team@weil.com; reed.collins@weil.com; robert.berezin@weil.com; akherring@wlrk.com; arwolf@wlrk.com; eakleinhause@wlrk.com; jccelentino@wlrk.com; jlynch@wlrk.com; rgmason@wlrk.com.

Dated: July 15, 2019

/s/ Joseph C. Celentino

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